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9 Proposed Counsel for Debtors

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11 UNITED STATES BANKRUPTCY COURT  
12 NORTHERN DISTRICT OF CALIFORNIA  
13 SAN FRANCISCO DIVISION

14 In re  
15 PROFESSIONAL FINANCIAL  
16 INVESTORS, INC., a California  
17 corporation; PROFESSIONAL  
INVESTORS SECURITY FUND, INC., a  
California corporation,  
18 Debtors.

Case No. 20-30604  
(Jointly Administered with Case No. 20-  
30579)

Chapter 11

**DEBTORS' APPLICATION FOR AN  
ORDER AUTHORIZING THE  
EMPLOYMENT AND RETENTION  
OF FTI CONSULTING, INC. AS  
FINANCIAL ADVISORS TO THE  
DEBTORS EFFECTIVE AS OF  
SEPTEMBER 3, 2020**

[No Hearing Required Unless Requested]

1 Professional Financial Investors, Inc. (“PFI”) and Professional Investors Security  
2 Fund, Inc. (“PISF” and, together with PFI, the “Debtors”), the debtors in the respective  
3 above-captioned bankruptcy cases, hereby apply (the “Application”) for entry of an order,  
4 substantially in the form attached hereto as Exhibit A, authorizing the employment and  
5 retention of FTI Consulting, Inc., together with its wholly owned subsidiaries, agents and  
6 independent contractors (collectively “FTI”), as financial advisors for the Debtors effective  
7 as of September 3, 2020. As set forth in this Application, the Debtors expect FTI to  
8 conduct a forensic investigation into the fraud committed by the Debtors’ prior  
9 management. The Debtors may also retain FTI for other services. Before retaining FTI,  
10 the Debtors and key creditor constituencies each canvassed and/or interviewed several  
11 potential financial advisor firms and mutually agreed that FTI was the best candidate to  
12 conduct the investigation needed in these bankruptcy cases.

13 This Application is based on the concurrently filed Declaration of David Alfaro (the  
14 “FTI Declaration”), other relevant papers of record, and upon such further oral and  
15 documentary evidence as may be presented in connection with this Application.

16 In support of this Application, the Debtors respectfully represent as follows:

### 17 **BACKGROUND**

18 On July 16, 2020, Jacques Achsen, Samuel Goldberger, Elizabeth Goldblatt, Arthur  
19 Indenbaum, Andrew Michaels, Mary Michaels, and Joel Rubenzahl (the “Petitioning  
20 Creditors”), each of which assert that they are creditors of PISF, commenced an  
21 involuntary chapter 11 bankruptcy action against PISF, Case No. 20-30579 (the “PISF  
22 Case”). On July 26, 2020, PISF filed a consent to the entry of an order for relief in the  
23 PISF Case, which this Court entered on July 27, 2020.

24 On July 26, 2020 (the “Petition Date”), PFI also commenced its bankruptcy case,  
25 Case No. 20-30604, by filing a voluntary chapter 11 petition (the “PFI Case” and together  
26 with the PISF case, the “Bankruptcy Cases”) and sought joint administration with the PISF  
27 Case, which this Court granted on July 27, 2020. The Debtors continue to operate their  
28 respective businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the

1 Bankruptcy Code. The Office of the United States Trustee appointed an Official  
2 Committee of Unsecured Creditors in each of the Bankruptcy Cases on August 19, 2020.

3 The *Declaration of Michael Hogan in Support of the Bankruptcy Filing and Early*  
4 *Case Administration Motions* filed on July 26, 2017 as Docket No. 5 (the “First Day  
5 Hogan Declaration”) contains a detailed discussion of the Debtors’ background, capital  
6 structure, and the events leading to their chapter 11 cases. The discussion contained in the  
7 First Day Hogan Declaration is incorporated in this motion as though fully set forth here.

### 8 **RETENTION OF FTI**

9 The Debtors retained FTI on September 3, 2020. Before doing so, the Debtors  
10 obtained written information from five potential financial advisory firms and interviewed  
11 three of those firms. Separately, key creditor constituencies interviewed six potential  
12 financial advisory firms. Ultimately, both the Debtors and the key creditor constituencies  
13 mutually agreed that FTI was best-qualified to perform the forensic investigation that is  
14 necessary to the successful administration of the Bankruptcy Cases.

15 The Debtors’ prior management engaged in fraudulent activity over a period of  
16 multiple decades. Fully unraveling that fraud is critical to addressing the claims against  
17 the Debtors and reorganizing their affairs. The Debtors need an experienced financial  
18 advisor, one that is accepted by key creditor parties, to perform a forensic analysis of their  
19 historic operations and distributions in order to fully untangle the fraud, and has the ability  
20 to support the Debtors and its board for other requested services. The Debtors believe FTI  
21 is qualified to perform such an analysis. FTI’s retention by the Debtors is supported by the  
22 Official Committee of Unsecured Creditors and by the Ad Hoc Committee of LLC  
23 Members and Ad Hoc Committee of Deed of Trust Holders that have formed in the  
24 Bankruptcy Cases (collectively, the “Committees”). The Debtors believe FTI is well  
25 qualified and able to work with the Debtors and the Committees in a cost-effective,  
26 efficient, and timely manner.

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Specifically, it is anticipated that, if its employment is approved, FTI will provide the following services as the Debtors' financial advisor (the "Services"):

- SMRH:4841-4245-7802.5

1 **NO DUPLICATION OF SERVICES**

2 The Services provided by FTI will complement and not duplicate the services  
3 rendered by any other professional retained in the Bankruptcy Cases. Armanino LLP  
4 (“Armanino”), which employs the Debtors’ proposed Chief Restructuring Officer  
5 (“CRO”), has already initiated a forensic investigation into the fraudulent acts of the  
6 Debtors’ prior management. Armanino has transitioned the work it performed in this  
7 regard to FTI, which will review that work, takeover, and complete the investigation.

8 As set forth in the FTI Declaration, FTI understands that the Debtors have retained  
9 and may retain additional professionals during the term of FTI’s engagement and agrees to  
10 work cooperatively with such professionals to integrate any respective work conducted by  
11 the professionals on behalf of the Debtors. FTI is providing distinct and specific forensic  
12 analysis and consulting services as set forth in this Application, and such Services are not  
13 expected to duplicate those to be provided by any other consultants, legal advisors, or  
14 investment bankers.

15 **QUALIFICATIONS OF FTI**

16 In light of the size and complexity of the Bankruptcy Cases, the Debtors require a  
17 qualified and experienced financial advisor, with the resources, capabilities and experience  
18 of FTI. As described in the FTI Declaration, FTI has a wealth of experience in providing  
19 financial advisory services in complex restructurings and reorganizations, including those  
20 involving prepetition fraud. FTI enjoys an excellent reputation for services it has rendered  
21 in large and complex chapter 11 cases on behalf of debtors and creditors throughout the  
22 United States. FTI has expertise in all the aspects of a forensic fraud investigation that are  
23 critical to unraveling the illegal acts of the Debtors’ prior management, including  
24 performing a corporate bank account review, assessing the validity of purported security  
25 interests, and conducting a property cash flow analysis, investor netting analysis, and  
26 commingling analysis.

27 The Debtors are familiar with the professional standing and reputation of FTI. The  
28 Debtors understand that FTI has a wealth of experience in providing financial advisory

1 services in restructurings and reorganizations, including the forensic analysis of prepetition  
2 fraud and other illegal activity, and enjoys an excellent reputation for services it has  
3 rendered in large and complex chapter 11 cases on behalf of debtors and creditors  
4 throughout the United States.

### 5 **FTI'S DISINTERESTEDNESS**

6 FTI has informed the Debtors that, to the best of FTI's knowledge, information, and  
7 belief, other than as set forth in the Alfaro Declaration, FTI: (a) has no connection with the  
8 Debtors, their creditors, their equity security holders or other parties in interest or their  
9 respective attorneys or accountants, the U.S. Trustee, or any person employed in the office  
10 of the U.S. Trustee in any matter related to the Debtors and their estates and (b) does not  
11 hold or represent any interest adverse to the estate, and therefore believes it is eligible to  
12 represent the Debtor under Bankruptcy Code section 1103(b).

13 In connection with the preparation of this Application, FTI requested and obtained  
14 from the Debtors' proposed counsel, a list of interested parties and significant creditors in  
15 these Chapter 11 Cases (collectively, the "Potential Parties in Interest"). A list of the  
16 Potential Parties in Interest is reflected on Schedule A attached to the Declaration.

17 FTI then compared the names of each of the Potential Parties in Interest to the  
18 names contained in a database of current and former clients and other relationships (the  
19 "Client Database"). The Client Database generally includes: (i) the name of each client of  
20 FTI; (ii) the name of each party who is or was known to be adverse to such client of FTI in  
21 connection with the matter in which FTI is or was engaged for such client; (iii) the name of  
22 each party that has, or had, a substantial role with regard to the subject matter of FTI's  
23 retention; and (iv) the names of FTI professionals who are, or were, primarily responsible  
24 for matters for such clients.

25 An email was issued to all managing directors and senior managing directors of  
26 FTI, requesting disclosure of information regarding: (i) any known personal or  
27 professional connections between the respondent and/or FTI on the one hand, and the  
28

1 Debtors and/or its affiliates, on the other hand;<sup>1</sup> (ii) any known representations by the  
2 respondent and/or FTI of any of the Debtors and/or its affiliates in any matter; and (iii) any  
3 other conflict or reason why FTI may be unable to represent the Debtor in the Chapter 11  
4 Cases.

5 A listing of any relationships between FTI and the Debtors or the Potential Parties  
6 in Interest is annexed to the Declaration. FTI will supplement the Declaration and its  
7 schedules as FTI continues to review Potential Parties in Interest and as additional facts  
8 bearing on these Chapter 11 Cases are known. By way of further disclosure:

9 (a) From time to time, FTI, which is providing the services in these  
10 Chapter 11 Cases, has provided services, and likely will continue to provide  
11 services to certain attorneys, professionals, creditors (including lenders)  
12 and/or security holders of the Debtors and various other parties, come of  
13 whom may be providing services to, or may be adverse to, or may be  
14 otherwise connected to, the Debtors, in each case in matters unrelated to  
15 these Chapter ii Cases.

16 (b) FTI is engaged in providing various consulting services through five  
17 business segments: Corporate Finance & Restructuring, Economic  
18 Consulting, Forensic & Litigation Consulting, Strategic Communications  
19 and Technology services globally to a wide range of institutions and  
20 individuals and may in the past have had, and may currently or in the future  
21 have, financial advisory or other investment banking or consulting  
22 relationships with parties that may have interests with respect to the Debtors.  
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24 <sup>1</sup> In reviewing its records and the relationships of its professional, FTI did not seek information as to  
25 whether any FTI professional or member of his/her immediate family: (a) indirectly owns, through a public  
26 mutual fund or through partnerships in which certain FTI professionals have invested but as to which such  
27 professionals have no control over or knowledge of investment decisions, securities of the Debtors or any  
28 other party in interest; or (b) has engaged in any ordinary course consumer transaction with the Debtors or  
any party in interest. If any such relationship does exist, it does not impact FTI's disinterestedness or  
otherwise give rise to a finding that FTI holds or represents an interest adverse to the Debtors' estates.



1 Each of the FTI's five business segments is separate and distinct from the  
2 other, with separate employees and management. Compass Lexecon is a  
3 wholly-owned subsidiary of FTI that provides economic consulting services,  
4 and operates separately from FTI, with separate management and employees.  
5 In most locations, FTI and Compass Lexecon work out of separate office  
6 locations.

7 (c) In the ordinary course of business, investment funds in which FTI's  
8 employees may have financial interests, but over whose investment decisions  
9 such employees have no input or control, may acquire, hold or sell, long or  
10 short positions, or trade or otherwise effect transactions, in debt, equity, and  
11 other securities and financial instruments (including bank loans and other  
12 obligations) of, or investments in, the Debtors or other parties that may have  
13 an interest in these Chapter 11 Cases or have other relationships with such  
14 parties. With respect to any such securities, financial instruments, and/or  
15 investments, all rights in respect of such securities, financial instruments, and  
16 investments, including any voting rights, will be exercised by the holder of  
17 the rights, in its sole discretion. Moreover, the FTI employees who are  
18 working on these Chapter 11 Cases are subject to compliance mechanisms  
19 and policies and procedures designed to prevent confidential, non-public  
20 information from being improperly shared.

21 (d) In the ordinary course of its business, FTI from time to time discusses  
22 issues concerning stressed and distressed companies with creditors and  
23 prospective creditors that are clients of the firm, or that otherwise contact  
24 FTI, or that are referred to the firm in light of FTI's reputation for covering  
25 such companies and/or relevant industry expertise. At the time of those  
26 contacts, it is not known whether any particular company will actually file  
27 for bankruptcy, or if any of these creditors and/or potential creditors will  
28 serve on any future creditors' committee, or even be a creditor of the relevant



1 estates in the event of a future bankruptcy. It is also FTI's customary practice  
2 to communicate with and, when appropriate or requested, send materials to  
3 one, or more, of the largest unsecured creditors identified by a debtor and  
4 who are, therefore, potential members of a creditors' committee, if we either  
5 know, work with, are contacted by, or are otherwise referred to the relevant  
6 creditor. In some circumstances, FTI may contact potential committee  
7 members with whom we are not previously familiar.

8 (e) FTI personnel may have business associations with certain creditors  
9 of the Debtors or counsel or other professionals involved in these Chapter 11  
10 Cases on matters unrelated to these Chapter 11 Cases. In addition, in the  
11 ordinary course of its business, FTI may engage counsel or other  
12 professionals in unrelated matters who now represent, or in the future may  
13 represent, creditors or other parties in interest in these Chapter 11 Cases.

14 Given the large number of parties in interest in these Chapter 11 Cases, despite the  
15 efforts described above to identify and disclose FTI's relationships with parties in interest  
16 in these Chapter 11 Cases, FTI is unable to state with complete certainty that every client  
17 relationship or other connection has been disclosed. In particular, among other things, FTI  
18 may have relationships with persons who are beneficial owners of parties in interest and  
19 persons whose beneficial owners include parties in interest or persons who otherwise have  
20 relationships with parties in interest.

21 As these Chapter 11 Cases progress, new parties may become parties in interest and  
22 similarly, FTI may have been engaged, may currently be engaged and may in the future be  
23 engaged by such new parties in interest in matters unrelated to these Chapter 11 Cases.  
24 Also, FTI may have engaged or had mutual clients with, may have a current engagement  
25 or have mutual clients with and may in the future engage or have mutual clients with  
26 certain law firms, financial advisors, accounting firms, or other professionals that are  
27 Potential Parties in Interest or may become parties in interest, all in matters unrelated to  
28 these cases. In addition, FTI may have also been engaged by, be currently engaged by, or

1 in the future be engaged by persons who are creditors or shareholders of the Debtors,  
2 otherwise have a business relationship with the Debtors, or who are competitors of, or  
3 customers of, the Debtors. Potential Parties in Interest, persons that may become parties in  
4 interest in these Chapter 11 Cases, and persons that have business relationships with the  
5 Debtors, that are competitors of the Debtors, or that are customers of the Debtors, may be:  
6 (a) parties in interest in other bankruptcy cases where FTI is engaged or (b) may be  
7 affiliates of, or creditors of, persons who may have engaged, have currently engaged, or  
8 may in the future engage FTI. In the ordinary course of its business, FTI may also purchase  
9 services or products from Potential Parties in Interest and other persons that are or may  
10 become parties in interest in these Chapter 11 Cases.

11 Moreover, FTI's employees may have relationships with persons that may become  
12 parties in interest in these Chapter 11 Cases, and/or persons that have business  
13 relationships with the Debtors, are competitors of the Debtors or that are customers of the  
14 Debtors.

15 Further, some of FTI's employees may have, or may in the future have, personal  
16 involvement in funds, or other investment vehicles, over whose investment decisions such  
17 employees have no input or control. Such entities may have made, or may in the future  
18 make, investment in the claims or securities of the Debtors, or those of their creditors, or  
19 other parties in interest in these Chapter 11 Cases.

20 Based on the foregoing, the Debtors believe that FTI is a "disinterested person" as  
21 that term is defined in section 101(14) of the Bankruptcy Code. FTI is not believed to be a  
22 "creditor" with respect to fees and expenses of any of the Debtors within the meaning of  
23 sections 101(10) of the Bankruptcy Code. FTI is not believed to hold or represent any  
24 interest adverse to the estate, and therefore is eligible to represent the Debtors under  
25 Bankruptcy Code section 1103(b). FTI has informed the Debtors that it will conduct an  
26 ongoing review of its files to ensure that no conflicts or other disqualifying circumstances  
27 exist or arise. To the extent FTI discovers any new material relevant facts bearing on the  
28 matters described herein during the period of FTI's employment, FTI will amend and

1 supplement the information contained in the Declaration to disclose any additional facts  
2 and will promptly file a Bankruptcy Rule 2014(a) Supplemental Declaration.

3 **FTI'S COMPENSATION**

4 In consideration of the Services to be provided by FTI, subject to this Court's  
5 approval, the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, and the  
6 Local Rules, and any applicable orders of the Court, the Debtors have agreed to the  
7 following fee structure (the "Fee Structure") to: (i) compensate FTI for the Services set  
8 forth in this Application on an hourly basis in accordance with FTI's ordinary and  
9 customary rates in effect on the date such Services are rendered and (ii) reimburse actual  
10 and necessary costs and expenses incurred by FTI in connection with all Services  
11 performed on behalf of the Debtors. The customary hourly rates, subject to periodic  
12 adjustments, charged by FTI professionals anticipated to be assigned to these Bankruptcy  
13 Cases are as follows:

14 **Corporate Finance Rates, if Requested**

Billing Category	Hourly Billing Rate
Senior Managing Directors	\$920 to \$1,295
Directors/Senior Directors/Managing Directors	\$690 to \$905
Consultants/Senior Consultants	\$370 to \$660
Administrative/Paraprofessionals	\$150 to \$280

20 **Forensic Investigation** – FTI will bill for all staff, except Paraprofessionals at \$500  
21 per hour. Paraprofessionals will be billed at \$150 per hours.

22 **FTI eDiscovery** – FTI will bill for services per the attached rate sheet (see Exhibit  
23 B).

24 The hourly rates set forth above are FTI's applicable hourly rates for the work of its  
25 professionals and staff members for the engagement set forth in this Application. These  
26 hourly rates reflect FTI's normal and customary billing practices for engagements of this  
27 complexity and magnitude.

1           FTI revises its hourly rates periodically. To the extent this engagement requires  
2 services of FTI's international divisions or personnel, their time will be multiplied by  
3 FTI's standard hourly rates applicable for FTI's international divisions or personnel.  
4 Additionally, FTI may use employees from its U.S. subsidiary affiliates, depending on the  
5 Debtors' needs. To the extent FTI uses employees of its U.S. subsidiary affiliates during  
6 this engagement, FTI will charge standard U.S. hourly rates for each such employee.

7           In addition, FTI will invoice the Debtors for its reasonable and direct out-of-pocket  
8 expenses charged during these Bankruptcy Cases, which include, among other things,  
9 telephone and other charges, mail and express mail charges, travel expenses, and expenses  
10 for meals. Further, if FTI and/or any of its employees are required to testify or provide  
11 evidence at or in connection with any judicial or administrative proceeding relating to the  
12 engagement, the Debtors will compensate FTI at its regular hourly rates and reimburse FTI  
13 for reasonable allocated and direct expenses (including counsel fees) with respect thereto.

14           The Debtors understand that FTI intends to apply to the Court for allowances of  
15 compensation and reimbursement of expenses for financial advisory support services in  
16 accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules,  
17 corresponding local rules, orders of this Court and guidelines established by the United  
18 States Trustee.

19           The Debtors believe that the Fee Structure is reasonable and comparable to those  
20 generally charged by financial advisors and consultants of similar stature to FTI for  
21 comparable engagements, both in and out of chapter 11. The Fee Structure summarized  
22 above is consistent with FTI's normal and customary billing practices for comparably-  
23 sized and complex chapter 11 cases and transactions, both in and out of court, involving  
24 the services to be provided in connection with chapter 11 cases. Moreover, the Fee  
25 Structure is consistent with and typical of arrangements entered into by FTI and other  
26 financial advisory and consulting firms in connection with the rendering of comparable  
27 services to clients such as the Debtors. FTI and the Debtors believe that the Fee Structure  
28 is both reasonable and on market terms.

1 As set forth in the FTI Declaration, the Debtors are informed that FTI has not and  
2 will not share or agree to share any of compensation paid or to be paid by the Debtors,  
3 other than as permitted by section 504 of the Bankruptcy Code. No promises have been  
4 made by FTI as to compensation in connection with the Bankruptcy Cases. As of the filing  
5 date, FTI has not performed any services for the Debtors or owed any amounts.

### 6 INDEMNIFICATION

7 In addition to the preceding, and as a material part of the consideration for the  
8 agreement of FTI to furnish services to the Debtors pursuant to the terms of this  
9 Application, the Debtors and FTI agree to the provisions indemnifying FTI as set forth  
10 below. FTI believes that the following indemnification terms are customary and  
11 reasonable for financial advisors in chapter 11 cases:

12 (a) Subject to the provisions of subparagraphs (b) and (c) below and  
13 approval of the Court, the Debtors are authorized to indemnify, and shall  
14 indemnify, FTI for any claims arising from, related to, or in connection with  
15 FTI's engagement under this Application, but not for any claim arising from,  
16 related to, or in connection with FTI's post-petition performance of any other  
17 services other than those in connection with the engagement, unless such  
18 post-petition services and indemnification therefore are approved by this  
19 Court; and

20 (b) The Debtors shall have no obligation to indemnify FTI for any claim  
21 or expense that is either (i) judicially determined (the determination having  
22 become final) to have arisen primarily from FTI's gross negligence, willful  
23 misconduct or fraud unless the Court determines that indemnification would  
24 be permissible pursuant to *In re United Artists Theatre company, et al.*, 315  
25 *F.3d 217 (3d Cir. 2003)*, or (ii) settled prior to a judicial determination as to  
26 FTI's gross negligence, willful misconduct or fraud, but determined by this  
27 Court, after notice and a hearing, to be a claim or expense for which FTI is  
28 not entitled to receive indemnity under the terms of this Application; and

1 (c) If, before the earlier of (i) the entry of an order confirming a chapter  
2 11 plan in these cases (that order having become a final order no longer  
3 subject to appeal), and (ii) the entry of an order closing these chapter 11  
4 cases, FTI believes that it is entitled to the payment of any amounts by the  
5 Debtors on account of the Debtors' indemnification obligations under this  
6 Application, including, without limitation, the advancement of defense costs,  
7 FTI must file an application in this Court, and the Debtors may not pay any  
8 such amounts to FTI before the entry of an order by this Court approving the  
9 payment. This subparagraph (c) is intended only to specify the period of time  
10 under which the Court shall have jurisdiction over any request for fees and  
11 expenses by FTI for indemnification, and not as a provision limiting the  
12 duration of the Debtors' obligation to indemnify FTI.

13 **CONCLUSION**

14 WHEREFORE, the Debtors respectfully request this Court enter an Order,  
15 substantially in the form attached to hereto as Exhibit "A", approving the retention of FTI  
16 as their financial advisor effective as of September 3, 2020, subject to the terms set forth in  
17 this Application, and for such other and further relief as may be just and proper.

18  
19 Dated: September 30, 2020

20 PROFESSIONAL FINANCIAL INVESTORS, INC. AND  
21 PROFESSIONAL INVESTORS SECURITY FUND, INC.

22 By

DocuSigned by:

Michael Hogan

71306170E01042A  
MICHAEL HOGAN

23  
24 Proposed Chief Restructuring Officer for Debtors  
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27  
28

1 Dated: September 30, 2020

2 SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

3  
4 By /s J. Barrett Marum

5 ORI KATZ

6 J. BARRETT MARUM

7 MATT KLINGER

8 GIANNA SEGRETTI

9 Proposed Counsel for Debtors

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1 EXHIBIT A

2 UNITED STATES BANKRUPTCY COURT

3 NORTHERN DISTRICT OF CALIFORNIA

4 SAN FRANCISCO DIVISION

5 In re

6 PROFESSIONAL FINANCIAL  
7 INVESTORS, INC., a California  
8 corporation; PROFESSIONAL  
9 INVESTORS SECURITY FUND, INC., a  
10 California corporation,

11 Debtors.

Case No. 20-30604

(Jointly Administered with Case No. 20-30579)

Chapter 11

**[PROPOSED] ORDER APPROVING  
DEBTORS' APPLICATION FOR AN  
ORDER AUTHORIZING THE  
EMPLOYMENT AND RETENTION  
OF FTI CONSULTING, INC. AS  
FINANCIAL ADVISORS TO THE  
DEBTORS EFFECTIVE AS OF  
SEPTEMBER 3, 2020**

[No Hearing Required Unless Requested]

14 The Debtors' Application for an Order Authorizing the Employment and Retention  
15 of FTI Consulting, Inc. as Financial Advisors to the Debtor (the "Application"), filed by  
16 Professional Financial Investors, Inc. ("PFI") and Professional Investors Security Fund,  
17 Inc. ("PISF" and, together with PFI, the "Debtors"), in the above-captioned jointly-  
18 administered bankruptcy cases on September 30, 2020 as Docket No. \_\_, came before the  
19 Court for consideration. Based upon the Court's review of the Application, the declaration  
20 and other pleadings filed in support of the Application, and all pleadings and evidence of  
21 record in this case.

22 IT IS HEREBY ORDERED THAT:

- 23 1. The Application is GRANTED. Capitalized terms not defined in this Order  
24 shall have the meanings given to them in the Application.  
25 2. The Debtors are authorized to employ FTI Consulting, Inc. as their financial  
26 advisor, effective as of September 3, 2020, on the terms set forth in the Application.  
27

28 \*\*\*END OF ORDER\*\*\*